

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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RHONDA WOITOVICH,

Plaintiff,

-v-

LYDIA SCHOENFELD and MORGAN STANLEY
SMITH BARNEY, LLC,

Defendants.
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22-CV-1196 (JMF)

ORDER

JESSE M. FURMAN, United States District Judge:

Plaintiff brings this action against Defendants Lydia Schoenfeld and Morgan Stanley Smith Barney, LLC, invoking the Court’s subject matter jurisdiction on the ground of diversity of citizenship. *See* 28 U.S.C. § 1332. Plaintiff alleges that she is a resident of New Jersey. *See* ECF No. 1 (“Complaint”) ¶ 6. She alleges that Defendant Morgan Stanley Smith Barney, LLC, (the “Defendant LLC”) is “organized under the laws of Delaware, with its principal place of business headquartered in New York County, New York.” *See id.* ¶ 8.


It is well established that a limited liability company (“LLC”) is deemed to be a citizen of each state of which its members are citizens. *See, e.g., Handelsman v. Bedford Vill. Assocs. L.P.*, 213 F.3d 48, 51-52 (2d Cir. 2000); *see also Altissima Ltd. v. One Niagara LLC*, No. 08-CV-756S(M), 2010 WL 3504798, at *2 (W.D.N.Y. Sept. 2, 2010) (noting that every other Court of Appeals to have considered LLC citizenship has held that an LLC has the citizenship of all of its members). Thus, a complaint premised upon diversity of citizenship must allege the citizenship of natural persons who are members of an LLC and the place of incorporation and principal place of business of any corporate entities that are members of the LLC (including the

citizenship of any members of the LLC that are themselves LLCs). *See Handelsman*, 213 F.3d at 51-52; *see also, e.g., In re Bank of Am. Corp. Sec., Derivatives, and ERISA Litig.*, 757 F. Supp. 2d 260, 334 n.17 (S.D.N.Y. 2010). In the present case, the Complaint fails to do so. In addition, it alleges only the place of residence of the Plaintiff and Defendant Schoenfeld rather than their states of citizenship, as required for purposes of diversity jurisdiction. *See, e.g., Leveraged Leasing Admin. Corp. v. PacifiCorp Capital, Inc.*, 87 F.3d 44, 47 (2d Cir. 1996) (holding that a complaint that fails to plead citizenship of relevant parties does not properly assert diversity jurisdiction).

Accordingly, it is hereby ORDERED that, on or before **March 7, 2022**, the Plaintiff shall amend her Complaint to allege the citizenship of each constituent person or entity comprising the Defendant LLC as well as the citizenship of all individual parties. If, by that date, the Plaintiff is unable to amend the Complaint to truthfully allege complete diversity of citizenship, then the Complaint will be dismissed for lack of subject matter jurisdiction without further notice to either party.

SO ORDERED.

Dated: February 15, 2022
New York, New York



JESSE M. FURMAN
United States District Judge